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*Counsel To Christine Morton, Katherine Zill,
The Nextel Class And The Zill Subscriber Class*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

JUDY LARSON, BARRY HALL, JOE
MILLIRON, TESSIE ROBB, and WILLIE
DAVIS, individually and on behalf of all others
similarly situated,

Plaintiffs,

v.

AT&T MOBILITY LLC f/k/a CINGULAR
WIRELESS LLC and SPRINT NEXTEL
CORPORATION and SPRINT SPECTRUM
L.P. d/b/a SPRINT NEXTEL AND NEXTEL
FINANCE COMPANY

Defendants,

Civ. Act. No. 07-5325 (JLL)

**STIPULATION AND
ORDER**

STIPULATION

It is hereby stipulated by and between (1) Plaintiffs and Class Counsel in this Action, (2) Katherine Zill (“Zill”) and Christine Morton (“Morton”), and their counsel Bursor & Fisher, P.A. (“Bursor”) and Bramson, Plutzik, Mahler & Birkhaeuser, LLP (“Bramson Plutzik”), and (3) Defendant Sprint Spectrum, L.P. (“Sprint”), as follows:

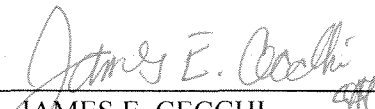
1. All capitalized terms used in this Stipulation that are defined in the Stipulation and Settlement Agreement filed in this action on December 3, 2008 (the “Settlement Agreement”), shall have the same meanings assigned to them in the Settlement Agreement.
2. Zill and Morton shall intervene in this action as additional Plaintiffs and shall serve as additional Class Representatives. The request for exclusion from the Settlement Class that Zill previously submitted shall be revoked. Zill and Morton shall be eligible for incentive awards to the same extent as the other Class Representatives.
3. Bursor and Bramson Plutzik shall be designated additional Class Counsel in this Action. In light of that designation, no settlement of the Ayyad Class Claims, or any claims that include the Ayyad Class Claims, in which Bursor and Bramson Plutzik, either alone or with other counsel, are counsel for the plaintiffs and/or the plaintiff class shall trigger any obligation by Sprint to pay, or

any right in the Settlement Class in this action to receive, the Conditional *Ayyad* Benefit described at Article II, pp. 24-25, of the Settlement Agreement.

4. Notwithstanding any other provision of this Stipulation or of the Settlement Agreement, neither the Settlement of this Action nor any Judgment entered pursuant thereto shall: (a) release the *Ayyad* Class Claims, or any claims by Morton or other class representatives individually or on behalf of the California Sprint Payer Class against Sprint in *Ayyad et al. v. Sprint Spectrum, L.P., et al.* ("*Ayyad*"), or J.C.C.P. No. 4332; or (b) preclude or otherwise affect in any way Morton's ability to continue to serve as a class representative of, or Bursor's or Bramson Plutzik's ability to continue to serve as co-lead counsel for, the California Sprint Payer Class against Sprint in *Ayyad et al. v. Sprint Spectrum, L.P., et al.*, or J.C.C.P. 4332.

IT IS SO STIPULATED.

CARELLA, BYRNE, CECCHI,
OLSTEIN, BRODY & AGNELLO

By: 
JAMES E. CECCHI
On Behalf of Plaintiffs

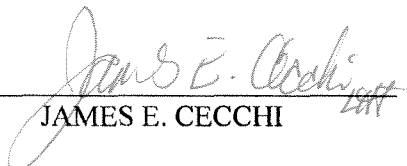
COMPLEX LITIGATION GROUP LLC

By: _____
PAUL M. WEISS
On Behalf of Plaintiffs

SEEGER WEISS LLP

By: _____
STEPHEN A. WEISS
On Behalf of Plaintiffs


CARELLA, BYRNE, CECCHI,
OLSTEIN, BRODY & AGNELLO

By: 
JAMES E. CECCHI

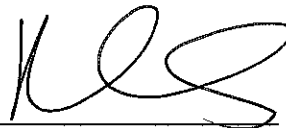
SEEGER WEISS LLP

By: _____
STEPHEN A. WEISS

BURSOR & FISHER, P.A.

By: 
SCOTT A. BURSOR
*On Behalf of Zill and the Nextel Subscriber
Class*

COMPLEX LITIGATION, GROUP LLC

By: 
PAUL M. WEISS
On Behalf of Plaintiffs

SEEGER WEISS LLP

By: _____
STEPHEN A. WEISS
On Behalf of Plaintiffs


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OLSTEIN, BRODY & AGNELLO

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BURSOR & FISHER, P.A.

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STEPHEN A. WEISS

BURSOR & FISHER, P.A.

By: 
SCOTT A. BURSOR
*On Behalf of Zill and the Nextel Subscriber
Class*

BRAMSON, PLUTZIK, MAHLER
& BIRKHAUSER, LLP

By: 
ALAN PLUTZIK

*On Behalf of Zill and the Nextel Subscriber
Class*

KELLY DRYE & WARREN LLP

By: 
JOSEPH A. BOYLE

For Sprint Spectrum L.P.